

RECORDATION NO. 23049-C FILED

MAR 08 '10 -3 30 PM

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

March 8, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Termination of Security Agreement (Amtrak Trust 2000-D), dated as of March 8, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Loan and Security Agreement (Amtrak Trust 2000-D) filed with the Board under Recordation Number 23049-A.

The names and addresses of the parties to the enclosed document are:

Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19801

Lender: AME Investments, LLC
c/o Ambac Capital Corp.
One Street Plaza
New York, New York 10004

Chief, Section of Administration
March 8, 2010
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A description of the railroad equipment covered by the enclosed document is:

48 railcars within the series AMTK 82020 - AMTK 82508 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Termination of Security Agreement (Amtrak Trust 2000-D).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to be 'R. W. Alvord', written in a cursive style.

Robert W. Alvord

RWA/sem
Enclosures

MAR 08 '10 -3 30 PM

MEMORANDUM OF TERMINATION OF SECURITY AGREEMENT
(AMTRAK TRUST 2000-D)

SURFACE TRANSPORTATION BOARD

1. Pursuant to the Loan and Security Agreement (Amtrak Trust 2000-D), dated as of August 17, 2000 ("**Security Agreement**"), Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Trustee ("**Trustee**") under the Trust Agreement (Amtrak Trust 2000-D) dated as of August 17, 2000, granted to AME Investments, LLC (the "**Lender**"), as security for certain obligations of Trustee, SMBC Capital Markets, Inc (as successor to Sumitomo Bank Capital Markets, Inc.) (the "**Equity Investor**"), National Railroad Passenger Corporation (the "**Lessee**") or any other Person under any of the Operative Documents, a security interest in all of Trustee's right, title, and interest in and to the Collateral, including, without limitation, the railroad equipment described on **Annex A** hereto. The parties executed a Memorandum of Loan and Security Agreement (Amtrak Trust 2000-D), reflecting the foregoing, dated as of August 17, 2000, which Memorandum was filed with the Surface Transportation Board pursuant to Section 11303 of Title 49 of the United States Code on August 17, 2000, at 12:10 p.m. with the Recordation No. 23049-A. All terms used and not otherwise defined herein shall have the respective meanings provided in or by reference in the Security Agreement.

2. Pursuant to a Termination Agreement, dated as of March 5, 2010, by and among Lessee, Trustee, Equity Investor, Lender, AME Asset Funding, LLC, a Delaware limited liability company, as the Payment Undertaker, and MBIA Insurance Corporation, as the Payment Undertaking Guarantor, the Lender terminated and released the security interest granted by Trustee to the Lender under the Security Agreement in full with respect to the Collateral, including, without limitation, the railroad equipment described on **Annex A** hereto.

3. The addresses of the parties are as follows.

Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890
Attention: Corporate Trust Administration

AME Investments, LLC
c/o Ambac Capital Corporation
One State Street Plaza
New York, New York 10004
Attention: Loan Operations

4. The terms and provisions of the above-referenced security interest are more particularly set forth in the above-referenced Security Agreement.

5. This Memorandum of Termination of Security Agreement (Amtrak Trust 2000-D) may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

[Memorandum of Termination of Security Agreement (Amtrak Trust 2000-D) - STB]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Termination of Security Agreement (Amtrak Trust 2000-D) to be executed as of March 8, 2010.

WILMINGTON TRUST COMPANY,
Not in its individual capacity but solely as Trustee,
as aforesaid

By: [Signature]
Name: Robert J. Perkins
Title: Vice President

STATE OF DELAWARE)
) ss.
COUNTY OF NEW CASTLE)

On February 9, 2010, before me personally appeared Robert J. Perkins ~~Vice President~~ to me personally known, who being by me duly sworn says that he/she is Robert J. Perkins of Wilmington Trust Company, and that he executed the foregoing instrument on behalf of said Delaware banking corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Signature]
Notary Public

My commission expires: LISA A. PITTACCIO
Notary Public - State of Delaware
My Comm. Expires May 10, 2011

[NOTARIAL SEAL]

[Execution continued on next page; remainder of this page intentionally left blank]

[Memorandum of Termination of Security Agreement (Amtrak Trust 2000-D) - STB]

AME INVESTMENTS, LLC

By. [Signature]
Name: David J. Weissman
Title: Ambac Board Member

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On February __, 2010, personally appeared before me David J. Weissman, to me personally known, who being by me duly sworn, said that he/she is a Ambac Board Member of AME Investments, LLC, that such instrument was signed on behalf of said Delaware limited liability company by the authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said Delaware limited liability company

[Signature]
Notary Public
My commission expires 6/25/11

[NOTARIAL SEAL]

JAMILAH T. COLES
Notary Public, State of New York
No. 01CO6189408
Qualified in Kings County
Commission Expires June 25, 2011

ANNEX A

EQUIPMENT

[see attached]

(AMTRAK TRUST 2000-D)

DESCRIPTION OF UNITS

Lot 1

<u>Amtrak Equipment Number</u>	<u>Equipment Type</u>	
82020	Amfleet I	Coach Class
82021	Amfleet I	Coach Class
82022	Amfleet I	Coach Class
82023	Amfleet I	Coach Class
82024	Amfleet I	Coach Class
82025	Amfleet I	Coach Class
82026	Amfleet I	Coach Class
82027	Amfleet I	Coach Class
82028	Amfleet I	Coach Class
82029	Amfleet I	Coach Class
82031	Amfleet I	Coach Class
82032	Amfleet I	Coach Class
82033	Amfleet I	Coach Class
82034	Amfleet I	Coach Class
82035	Amfleet I	Coach Class
82036	Amfleet I	Coach Class
82037	Amfleet I	Coach Class
82038	Amfleet I	Coach Class
82039	Amfleet I	Coach Class
82040	Amfleet I	Coach Class
82041	Amfleet I	Coach Class
82042	Amfleet I	Coach Class
82043	Amfleet I	Coach Class
82044	Amfleet I	Coach Class
82045	Amfleet I	Coach Class
82046	Amfleet I	Coach Class
82047	Amfleet I	Coach Class
82048	Amfleet I	Coach Class
82049	Amfleet I	Coach Class

Amtrak
Equipment
Number

Equipment Type

82050	Amfleet I	Coach Class
82051	Amfleet I	Coach Class
82052	Amfleet I	Coach Class
82053	Amfleet I	Coach Class
82054	Amfleet I	Coach Class
82055	Amfleet I	Coach Class
82056	Amfleet I	Coach Class
82057	Amfleet I	Coach Class
82058	Amfleet I	Coach Class
82059	Amfleet I	Coach Class
82060	Amfleet I	Coach Class
82061	Amfleet I	Coach Class
82062	Amfleet I	Coach Class
82063	Amfleet I	Coach Class
82064	Amfleet I	Coach Class
82065	Amfleet I	Coach Class
82066	Amfleet I	Coach Class
82067	Amfleet I	Coach Class
82508	Amfleet I	Coach Class

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

3/8/10



Robert W. Alvord